PHELPS ENGINEERING, INC.
79 Court Street, P.O. Box 367
Middlebury, VT 05753
www.phelpseng.com

50.12 November 1, 2011

Ms. Deborah Damore
State of Vermont
Office of Purchasing and Contracting
10 Baldwin Street
Montpelier, VT 05633-7501

Subject: Waterbury State Office Complex - Topographic Surveys

Dear Deborah:

Our firm is keenly interested in the planning for future uses of the Waterbury Complex and the effects of recent flooding. We are planning to submit a response to your Request for Information which is due on November 10, 2011.

We want to alert you in advance of an activity which would be of great help to any party interested in the planning for uses at the Complex. To our knowledge, there is a lack of accurate, up-to-date topographic mapping of the Complex and its surroundings. Also, with a current base map, the exact limits and depths of flood water could be added quickly and at minimal cost. In some areas, it may be wise to get those limits before local witnesses to the flood have forgotten or the markings are gone.

The most efficient method to conduct this mapping is by use of high resolution aerial photography. This can provide accurate data and ground contours to within a few inches of actual elevation. There is urgency, however, as this method is not conducted after the ground is covered in snow.

If you agree this would be a helpful service, please contact me as soon as possible, and we will get quotes and schedules from aerial mapping companies. We will set up the controls and then augment the aerial map with unseen utilities.

We look forward to hearing from you on this as well as the full Request for Information.

Sincerely,

John Kiernan, P.E.
Vice President

JK:kb

Telephone (802) 388-7829 • Fax (802) 388-9642 • email info@phelpseng.com

PHELPS ENGINEERING, INC.
79 Court Street, P.O. Box 367
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50.12 November 10, 2011

Ms. Deborah Damore
State of Vermont
Department of Buildings and General Services
10 Baldwin Street
Montpelier, VT 05633-7501

Subject: Waterbury State Office Complex - Response to Request for Information

Dear Ms. Damore:

We are pleased to present our response to your Request for Information (RFI) issued October 14, 2011, and are excited by the prospect of assisting Buildings and General Services (BGS) with formulating a redevelopment plan for the Waterbury Complex that is technically and financially feasible, has the support of key stakeholders, can be implemented quickly, and protects the taxpayer's existing and future investment in the property.

Phelps Engineering has assembled and will coordinate a multi-disciplinary team of experienced professionals to assist the State. RKG Associates has a strong background of assisting communities and other public entities with choices and decision-making regarding public property and changes in use or ownership. Cindy Cook of Adamant Accord has a proven record of helping diverse groups work together on complex issues that involve tight time lines. Cindy will work first with State representatives and then with other key stakeholders, as appropriate, to articulate project goals, identify key issues and constraints, identify and analyze alternatives, and reach agreement regarding a preferred alternative. The team's technical members include Engineering Ventures, H. Keith Wagner Partnership, and L.N. Consulting, who will contribute their unique skill sets to help identify and evaluate alternatives without bias.

While we understand the intense pressure to move forward on this project, we believe this is an instance where the State first needs to select and implement a thoughtful decision-making process that will ultimately yield the desired results. We propose a strategic approach in which our team works as an advisor to the State, its selected architect, and other key stakeholders to conduct a comprehensive assessment of existing conditions and analysis of alternatives so that the selected alternative is one that is both readily implementable and politically acceptable.

We look forward to meeting with you soon to discuss how we can initiate a process of assistance on this challenging and exciting project.

Very truly yours,

Lancelot Phelps, P.E.
President

John Kiernan, P.E.
Vice President

LP:hp

Telephone (802) 388-7829 • Fax (802) 388-9642 • email info@phelpseng.com

WATERBURY STATE OFFICE COMPLEX REDEVELOPMENT

RESPONSE TO
STATE OF VERMONT
DEPARTMENT OF BUILDINGS AND GENERAL SERVICES
REQUEST FOR INFORMATION AND
STATEMENT OF INTEREST

SUBMITTED BY:

PHELPS ENGINEERING, INC.

IN CONJUNCTION WITH:

RKG ASSOCIATES, INC.
ADAMANT ACCORD, INC.
ENGINEERING VENTURES, INC.
H. KEITH WAGNER PARTNERSHIP
L.N. CONSULTING, INC.

TELEPHONE: (802) 388-7829
FAX: (802) 388-9642
EMAIL: JKIERNAN@PHELPSENG.COM

EXPERIENCE

In the following pages, we convey the strength of experience our Team will bring to assist the State of Vermont's Department of Buildings and General Services (BGS) in getting to a decision point so that you can move forward with a redevelopment plan for the Waterbury State Office Complex. The Project Team Experience and Profile table on the following page provides the information about each firm as requested in the Request for Information (RFI).

Our goal is to help you visualize the work needed prior to commencing negotiations with a developer, design/build contractor, or other entity. Our Team can help you along two parallel tracks:

1. Building a consensus among stakeholders in deliberations for the ultimate disposition of the property; and

2. Conducting the activities necessary to market the property for whatever the end use will ultimately be.

Following the Project Team Experience and Profile table, we have provided a series of short narratives about each team member. These will demonstrate our relevant prior experience that can be effectively applied to the Waterbury Complex.

The final page in this section is a flow chart that summarizes our overall planning approach, including the major phases and a timeline we believe is reasonable for completing a Redevelopment Plan.

Project Team Experience and Profile

Company Name	Phelps Engineering	RKG Associates	Adamant Accord	Engineering Ventures	H. Keith Wagner Partnership	L.N. Consulting
Type of Business	Consulting engineering firm specializing in project management, civil engineering, and environmental services.	Economic, planning and real estate firm specializing in market analysis and redeveloping institutional infrastructure.	Facilitation and mediation consultants specializing in negotiating complex environmental and public issues.	Civil engineering firm specializing in waterproofing structures and historic building renovations.	Landscape architecture and planning partnership specializing in land use, site planning, and urban design.	Engineering design firm, with geothermal and renewable energy systems integration experience.
Headquarters and Office Address Serving Vermont	P.O. Box 367, 79 Court Street, Middlebury, VT 05753	634 Central Avenue Dover, NH 03820	P.O. Box 2 Adamant, VT 05640	208 Flynn Avenue, Suite 2A Burlington, VT 05401	7 Marble Avenue Burlington, VT 05401	69 Union Street Winooski, VT 05404
Contact Representative and Title	John Kiernan, P.E., Vice President	Craig R. Seymour, Managing Principal	Cindy Cook, Senior Facilitator	David Boehm, P.E., CEO	H. Keith Wagner, Principal / Chief Designer	Paul Lekstutis, Manager
Telephone	(802) 388-7829	(603) 953-0202	(802) 223-1330	(802) 863-6225	(802)864-0010	(802) 655-1753
E-mail	jkiernan@phelpseng.com	crs@rkgassociates.com	ccook@adamantaccord.com	DavidB@EngineeringVentures.com	hkwagner@hkw-p.com	PLeks@LNConsulting.com
Website	www.phelpseng.com	www.rkgassociates.com	www.adamantaccord.com	www.EngineeringVentures.com	www.hkw-p.com	www.LNConsulting.com
Years in Business	35	30	20	17	23	12

Our services help communities find the best solutions for their needs, and build relationships along the way.

In the mid-1980s, Middlebury College realized their Bread Loaf Campus in Ripton had outdated water supply and wastewater systems. We provided advice, design, permit assistance, and construction administration to modernize those facilities. Then, the College began a 12-year capital campaign and conducted over $200 million worth of improvements throughout its Main Campus. Phelps Engineering was called on to assist the College's team of architects, engineers, and contractors with successful improvements to the athletic facilities, dormitories, academic buildings, and support buildings. We provided base mapping and infrastructure, design, permit assistance, and construction management. In 2008, we were again asked to participate in a new Master Plan to help guide them for another 25 years of planning. We strive to develop similar long-term relationships with all of our clients.

Approximately eight years ago, the need for another in-town bridge in Middlebury became very acute. The daily traffic jams, delays for emergency vehicles, and need to repair the existing bridge constituted a near emergency condition. Lance Phelps served on the Town's Bridge Committee volunteering experience, map information, and project management skills. When State and Federal funds were deemed unavailable, the Committee sought the advice of Craig Seymour of RKG Associates, Inc. RKG assessed the situation, provided alternatives, and recommended funding the bridge with a bond, paid in part by Middlebury College with the balance paid through a local option tax. This idea had never occurred to the Committee or Selectboard. In October 2010, a short time after voters approved the tax and bond, the Cross Street Bridge was opened to traffic. The project was expedited using a design/build process saving at least a year over conventional methods.

RKG Associates, Inc. (RKG) is a full service economic, planning and real estate consulting firm with offices located in Dover, New Hampshire and Alexandria, Virginia. Since its founding in 1981, the firm has successfully completed more than two thousand consulting projects regionally, nationally and internationally, providing a comprehensive range of market research, economic, planning, and financial feasibility services to governmental, business and institutional clients. The firm currently employs 11 full-time professionals and has grown to become one of the most respected market, economic and real estate advisory consulting firms in the United States.

Craig Seymour is President and Managing Principal at RKG. Mr. Seymour's primary area of expertise includes economic analysis, financial forecasting, strategic planning, feasibility analysis, real property valuation, and project management. He has over thirty years of extensive experience in economic development, the socioeconomic evaluation of major projects, business and community planning and redevelopment financing. His responsibilities include management of the firm's economic and financial oriented consulting services, including the appraisal and research functions. Mr. Seymour has completed dozens of economic plans and market studies for projects at various scales (site plans through statewide plans) throughout the country.

RKG specializes in analyzing and understanding local and regional market and economic conditions, and applying that understanding to help public and private sector clients make better decisions about their (re)development projects. Our firm has assembled a group of highly qualified professionals who bring their own unique perspective to each assignment, and the firm's strength lies in the diversity of backgrounds and disciplines represented within the organization. The talents of staff economists, planners, financial analysts, appraisers and real estate professionals are brought together in a team effort to solve client problems. Below are some examples of relevant projects.

Middlebury, Vermont – When considering the option of a new bridge in the downtown, the Town engaged RKG to assist them in looking at various funding options for the local share of construction costs. These included analysis of tax increment financing options, building on RKG's previous downtown revitalization plan and district retail study, as well as a local option tax (betterment district) approach. The analysis resulted in the identification of realistic solutions leading to the completion of the bridge.

St. Albans, Vermont – in 2001, RKG was engaged by the State of Vermont to assist the Department of Buildings and Grounds evaluate the funding options for the construction of a new office building. Facing a possible bonding cap at the time, the State was searching for innovative ways of financing needed infrastructure. One alternative included the use of Certificates of Participation, a hybrid financing vehicle which allowed a private developer to construct the facility and lease it back to the state, with title ultimately passing back to the state. While this method added somewhat to the overall funding costs, it allowed for the construction to begin quickly. Eventually, the state legislature decided to pursue conventional bonding for the building.

When it became clear late this summer that it was very unlikely that the CIRC Highway would be built in the foreseeable future, the State realized that they had to do something –and quickly– to address the increasingly pressing traffic congestion problems in Chittenden County. The Governor convened a CIRC Alternatives Task Force and tasked the group with developing consensus recommendations regarding implementation and planning projects to that the State would put on the fast track.

Cindy Cook of Adamant Accord serves as the CIRC Alternatives Task Force facilitator. She quickly moved the group from a chaotic start to a deliberative process in which the group analyzed alternatives and developed consensus recommendations for the legislature. Many Task Force members have expressed their appreciation that the Task Force meetings are efficient and very well organized.

We provide structural and site engineering, permitting, and planning for a wide variety of projects through Vermont and beyond. We work in and are licensed in close to 25 states, and with our staff of 30, including14 licensed engineers, we work on multiple projects at one time and have experience in working on multiple projects on one site within a comprehensive plan for the site or campus.

Our reputation is based on developing creative solutions to unusual problems. We bring great experience, expertise, insight, and a willingness to use state of the art ideas, and we collaborate to push the limits in our engineering to find unique answers.

We have worked on numerous State of Vermont buildings over the years, including buildings at the Waterbury Complex, most recently the renovation of the Waterbury State Public Safety Building. The Green Mountain Coffee Roasters expansion is another project.

We have substantial experience and a strong reputation with historic buildings in the State. Last month we were called, on short notice, to send four of our staff out to judge conditions at more than twenty buildings for the Preservation Trust of Vermont in communities from Waterbury to Wilmington following the damage done by Hurricane Irene. In addition, we responded to numerous calls to other private and public clients resulting from the same storm event.

We have worked on many projects involving waterproofing, from full flood protection to buildings located in flood prone areas along waterfronts, and those with serious ground water conditions. Most recently we worked on the Burnham Hall project in Lincoln, Vermont. This historic building was retrofitted with flood protection measures such that during the recent hurricane, water was well up on this protection at the windows and doors of the lower level and the protection proved invaluable. As part of this project we were responsible for interior measures to resist the hydrostatic pressures created.

Examples of projects where we have worked on numerous buildings or sites on a single site or campus have included the Vermont Law School, the University of Vermont, a major development site in New Hampshire for office/retail/hotel/industry/and residential uses, the Goodyear industrial site in Windsor, Brattleboro Union High School (a six year phased renovation and new construction project), the Burlington Waterfront, Kimball Union School in New Hampshire, and many other institutional campus-like and public settings.

H. Keith Wagner Partnership offers expertise in land use, site planning, landscape architecture, and urban planning. The firm's partners, Keith Wagner FASLA and Jeffrey Hodgson ASLA, along with their experienced staff, contribute a vigorous knowledge of landscape architecture, construction, and a conscientious execution of and commitment to the outcome and implementation of its designs. The design process is dedicated to a respect and understanding of the diversity and needs of its clients and the individual site, both in its environmental, regional, and cultural contexts. H. Keith Wagner Partnership encourages and fosters interaction and collaboration throughout the design process. This effort cultivates a philosophy for shared commitment to the creative application of design, technology, and social responsibility in the shaping of new and emerging landscapes.

H. Keith Wagner Partnership thrives on an integral approach to landscape architecture and land planning which includes over 20 years of experience working intimately with professionals, like those selected for this team, in a collaborative and inclusive effort. The success of the firm's projects lies in the firm's capability to understand and interpret both state and local regulations. H. Keith Wagner Partnership's reputation comes from designing modern, sustainable environments that unify program with landscape context, form, materiality, and the integration of sustainable design strategies. This commitment to preserving and enhancing the environment through responsible design can be seen in the following completed projects, including the green roof at Fletcher Allen Hospital, the biofiltration swale and green roof at Salem State University, and the permeable concrete parking lot, rainwater harvesting system and LED lighting at the Heritage Aviation project. Our experience would enable us to analyze and prioritize existing open space in its connectivity and landscape type and character. It is our intent, as part of this team, to be able to provide creative flood management solutions and explore potential new building sites that would reinforce and enhance the existing campus fabric.

L. N. CONSULTING INC.

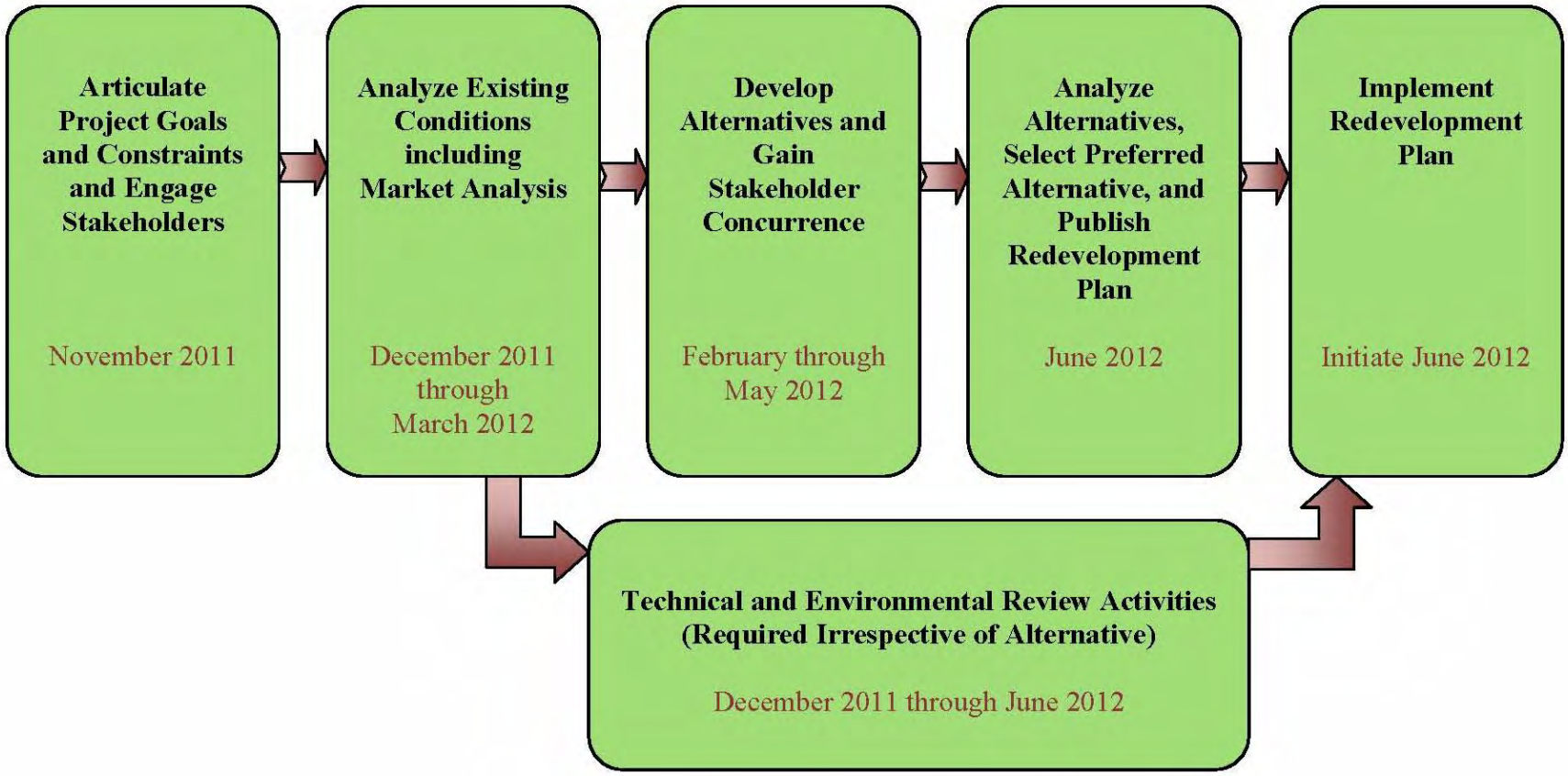
L.N. Consulting is located at 69 Union St. in Winooski, VT. The managers of L.N. Consulting are Wayne Nelson and Paul Lekstutis. The company is established in Vermont and has been in business since 1999. In 2009, L.N. Consulting completed the transition to an employee owned business through the establishment of an ESOP. We are a dedicated and experienced firm staffed with nine full time engineers. L.N. Consulting provides mechanical, plumbing, electrical, and fire protection design and consulting services, and energy consulting services. We provide engineering services for the following industries: sustainable/renewable/energy efficient, university, residential, healthcare, laboratory, educational, historical, commercial, municipal, institutional, pharmaceutical and restaurant.

A majority of our projects encompass sustainable, renewable, and energy efficient design techniques and systems. Our niche is providing highly detailed consulting and design services for complicated projects. We excel in highly energy efficient buildings, laboratories, commercial structures, hospitals, historical renovation/expansion, education facilities, and renewable energy type projects. Our company goals are to provide detailed consulting, master planning, and high end bidding and construction documentation to assist the owner/design team in developing a successful project within budget.

Our enthusiasm for energy efficient, sustainable and carbon neutral projects is paramount as we believe that human existence on this planet should conform to cooperation. Below is an example of relevant work we have completed.

Project Name: Middlebury College Biomass Project
Owner: Middlebury College, Mike Moser, (802) 443-5326
Architect: CBT Architects, Emil Gosselin, (617) 262-4354
Scope: L.N. Consulting completed the design and construction administration of the new 800 boiler horsepower wood chip heating plant for Middlebury College. This plant was designed and connected to the existing cogeneration plant. The Middlebury College cogeneration plant has a capacity of 1500 kW. The new biomass plant will reduce the energy costs to Middlebury College by approximately $1,500,000 per year. We worked closely with Middlebury College to develop the project from conceptual design through construction. The project was completed using a construction management contract.
Budget: $12.5 million
Schedule: Completed 2009

Waterbury Complex Redevelopment Process
Planning Approach



STATE RESPONSIBILITY / PLANNING APPROACH

The following pages provide a suggested outline of phases, steps, and activities to accomplish a Redevelopment Plan in a timely manner. When possible, our Team will work on multiple activities concurrently to save time.

Our program and Team has intentionally not included a potential developer or architect. Our program will provide useful information, planning guidance, and data to any prospect the State chooses, including the option of the Complex remaining in State ownership if that is deemed most feasible.

This document represents a starting place; the details of required activities and timelines should be the result of an evolving dialog between our Team and BGS. We look forward to beginning a conversation at your convenience.

Phase 1: Articulate Project Goals and Constraints

The Team will meet with BGS to:

1. Identify goals and constraints, including what the State needs to ultimately decide regarding the disposition of the Complex.
    a. State's space needs to be met in Waterbury
    b. Legislative
    c. Budget
    d. Time
    e. Market Conditions
    f. Permitting
    g. Relationship with Town and Other Key Stakeholders

2. Identify and interview stakeholders to be included in the subsequent steps.

3. Outline an approach to help achieve a successful conclusion and satisfy the State's goals in a timely manner.

4. Meet with stakeholders to review the program and solicit feedback.

5. Finalize the program and agreement with BGS.

Phase 2A: Existing Conditions Analysis

The Team will conduct the following existing conditions analyses:

1. Facilities and Infrastructure
    a. General age and condition
    b. Spaces subject to flooding
    c. Energy ratings and needs
    d. Recent and planned improvements
    e. Historic preservation restrictions
    f. Uses allowable per zoning
    g. Analysis of existing open space, its connectivity, landscape type, and nature

h. Prior and future occupancy capacity
i. Environmental issues (asbestos/lead paint/fuel products)
j. Permit requirements (water and wastewater, wetlands, historic preservation, archaeology, Act 250)

2. Environmental
   a. Create a current, accurate topographic survey of the site
      - Establish the 2011 flood elevations; recommend new "design flood level"
      - Create conceptual design options for flood management solutions (individual buildings, State office complex, greater village)
   b. Utilities and Public services
   c. Traffic
   d. Historic and archaeological

Phase 2B: Market Analysis, Ownership, Funding, and Delivery Options

The Team will conduct the following existing conditions analyses:

1. Market and Economic Assessment
   a. Demographic/economic forecasts
   b. Demand Forecast
      - State Government
      - Office, Research and Development, Light Industrial
      - Residential
      - Hospitality
      - Education
      - Special uses (other government, institutional uses, park)
   c. Environmental considerations, including flooding

2. Ownership Options
   a. Public vs. private
   b. Advantages/disadvantages
   c. Historic preservation tax credits
   d. Waterbury vs. elsewhere
   e. Market conditions of optional uses

3. Funding Options
   a. Traditional bonds
   b. Special bonds
   c. Federal assistance
   d. Impact on ownership options

4. Design Delivery Method
   a. Design/bid/build
   b. Design/build

5. Implementation Schedule

6. Develop Draft Report of Findings

7. Meet with BGS and Stakeholders to Review and Discuss Draft Report, Findings, and Next Steps

8. Refine and Finalize Draft Report Based on Stakeholder Input

Phase 3: Alternatives Development

The Team will work with the State and key stakeholders to:

1. Develop Alternatives that Reinforce Existing Campus Fabric, including, but not limited to:
   a. Mixed use commercial
   b. Housing
   c. Ongoing use as State offices (if appropriate)
   d. Public spaces (municipal office, meeting, and theater spaces)
   e. Academic (CCV)
   f. Recreation

2. Update the Market Analysis Based on Information and Plans Developed
   a. Identify optional uses
   b. Cost estimates
   c. Financing alternatives

Phase 4: Alternatives Assessment and Redevelopment Plan

The Team will work with BGS and stakeholders to:

1. Review and assess the alternatives identified in Phase 3.

2. Select a preferred alternative that meets the State's goals and that has buy-in from key stakeholders.

3. Develop a Summary Redevelopment Plan
   a. To be used as a guidance document for continued State ownership
   b. To facilitate expeditious private development

Phase 5: Implementation

The Team will work with BGS to:

1. Complete design and layout.

2. Refine the ownership and financing analyses.

3. Develop a marketing strategy.

4. Negotiate property transfer, sale, and conveyance.

5. Build.

ATTACHMENT D

Bread Loaf Campus Site Assessment

Client: Middlebury College

Description: Middlebury College recognized that infrastructure improvements would be needed in the future to properly maintain utilities, stormwater infrastructure, parking, and pedestrian access at the rural Bread Loaf Campus in Ripton. Phelps Engineering provided consulting services in 2007 for a master planning site assessment to assist the College in evaluating what infrastructure improvements would be needed, the suggested timeframe for making those improvements, and probable costs.

The evaluation included inventories and assessment of decentralized on-site septic systems serving various portions of the campus, as well as water system components, limited stormwater drainage infrastructure, communications, roads, parking, and pedestrian access.

The College project received a Top-Tier Award for Campus Planning from the Boston Society of Architects in 2008.

Consistent with the master plan recommendations, Phelps Engineering is currently assisting the College with replacement of aging water infrastructure, sidewalk improvements, and annual maintenance of the largest septic system serving the satellite campus.

Reference: Mr. Luther Tenny
Middlebury College
Service Building
Middlebury, Vermont 05753
(802) 443-5236

Client: Middlebury College

Description: Middlebury College has been a premier client of Phelps Engineering for approximately 25 years. We have assisted the College with a wide array of projects, some of which are depicted below.

Wastewater Treatment and Water Projects

• Water Main Improvements for the Old Chapel Road Area - Design, Bid, and Construction: 2009
• Snow Bowl Wastewater Treatment Upgrade for Lodge Expansion - Design, Construction, and Annual Wastewater System Review: 2003-Present
• Ross Commons Pump Station and Sewer Main Extension - Final Design, Permitting, and Construction Review: 2000-2002
• South Athletic Fields Restroom Pavilions - Design and Construction: 1998
• Sewer/Stormwater Separation - Design: 1994
• Snow Bowl Wastewater Treatment System - Design and Construction: 1994

Site Planning

• New Sidewalks and Drainage Improvements for McCullough Hall, Old Chapel Road, and the Commencement Area - Design, Bid, and Construction: 2009
• Alumni Football Field Turf Replacement and Drainage Improvements - Design: 2008
• Soccer Field Turf Replacement and Utility Improvements: 2007
• Atwater Commons - Design, Permitting, and Construction: 2001-2004
• Ross Commons - Design, Permitting, and Construction: 1998-2002
• Bicentennial Hall and Way - Survey, Design, Permitting, and Construction: 1996-1999
• West Campus - Survey, Design, Permitting, and Construction: 1995-1998
• Kenyon Arena - Survey, Design, Permitting, and Construction: 1995-1999
• 50-Meter Natatorium (Pool) - Survey, Water Supply Design, and Construction: 1996
• Hadley-Milliken Dormitory - Survey and Design: 1996
• Soccer Field/All-Weather Track - Survey, Design, and Construction: 1992-1994
• Football/Lacrosse Stadium - Survey, Testing, Design, and Construction: 1989-1991
• Service Building Parking and Utility Project - Survey, Design, and Construction: 1988
• Fine Arts Building - Survey, Design, and Construction: 1987-1991

43D PRIORITY REDEVELOPMENT

PROJECT NAME AND LOCATION
Reuse and Redevelopment
For a Priority 43D Development Site
Belchertown, Massachusetts

CLIENT
Town of Belchertown, Massachusetts
in co-operation with MassDevelopment

RKG SERVICES
To complete a market analysis of the reuse opportunities for the former Belchertown State School— an approximate 83-acre campus in central Massachusetts

Working in partnership with MassDevelopment and a professional engineering firm, RKG completed a market analysis of the reuse opportunities for the former state school, which has been vacant for many years and was an otherwise "wasting asset" in Central Massachusetts.

RKG APPROACH/SOLUTION
RKG completed an analysis of prevailing demographic, social and economic conditions in and around Belchertown, as these might impact real estate supply and demand. This analysis included opportunities, if any, for residential, retail/commercial, municipal and institutional (as in higher education) development. RKG completed a likely phasing and absorption of development, presenting fiscal impacts and a pro forma as part of the final preferred plan. Working in co-operation with a professional engineering firm, RKG assisted in presenting a design and layout—or a conceptual master plan for the former state school.

RESULTS
As of late Winter 2011, the Town of Belchertown is in negotiations to develop an assisted living facility on part of the campus, to be followed by a longer-term mixed use project.

Former Belchertown State School Campus

Redevelopment Conceptual Master Plan

ADAPTIVE REUSE

Project Name and Location
Portfolio Review: Mental Health Hospitals
Belchertown, Danvers, Lakeville, Northampton, Reading and Waltham, Massachusetts

Client
Massachusetts Department of Capital Planning and Operations (DCPO), State of Massachusetts

RKG Services
Real Estate Market Research, Building/Site Suitability Analysis, Financial Analysis, Marketing/Disposition Strategies

Situation
During the late 1980s, the Commonwealth of Massachusetts closed ten former hospitals in locations throughout the State. RKG Associates Inc. was retained to prepare preliminary disposition strategies for six of these facilities, encompassing six million square feet of buildings on 5,000 acres.

RKG Approach/Solution
RKG Associates, Inc. analyzed residential, industrial, commercial and office markets surrounding these institutions and prepared building reuse and site suitability evaluations for each complex. The facilities were in widely varying physical condition and located in a diverse mix of urban, suburban and rural market settings. Based on an analysis of site and market conditions, RKG Associates prepared preliminary financial analyses of development alternatives and recommended disposition strategies for each property.

Results
Study findings were used by the client to help prioritize subsequent spending for environmental analysis, engineering and production of marketing materials. RKG Associates' work resulted in the direct sale of one of the six properties to a private hospital operator. Another facility is currently being redeveloped as a mixed-use project. Part of a third property, including buildings and land, was recently granted to the host community for construction of a municipal golf course.

Adamant Accord, Inc.

Meeting Facilitation and Mediation Services

P.O. Box 2 / Adamant, Vermont 05640
802-223-1330 / fax: 802-229-6836
www.adamantaccord.com

Adamant Accord Qualifications Statement

Areas of Expertise

Adamant Accord has substantial expertise in:

Project Management
Process Design
Multi-Party Facilitation
Alternatives Development
Alternatives Analysis
Mediation
Permitting Issues, and
Environmental Conflict Resolution.

Experience

Adamant Accord designs and facilitates processes to help multi-stakeholder groups develop and assess alternatives and reach agreement regarding a preferred alternative.

Adamant Accord designed and facilitated group decision-making processes for:

- **The Elizabeth Mine Superfund Site**: Alternatives Development, Analysis, and Selection of a Consensus Preferred Alternative. The site is located in Strafford and Thetford, VT.
- **CIRC Highway Alternatives Task Force**: Alternatives Analysis, and Development of Consensus Recommendations.

For more detailed information about Adamant Accord, please visit www.adamantaccord.com.

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CAMPUS PROJECTS

Goodyear Industrial Park, Town of Windsor, VT - Performed an evaluation and provided environmental services for the buildings, site and campus of the Goodyear Tire and Rubber Company. Developed a building and schematic site plan which depicted the general structural framing and mechanical/electrical systems. Winner of an ACEC Excellence in Engineering award.

Hanover Block Redevelopment, Hanover, NH - Civil and structural engineering services were provided for the complete redevelopment of most of a downtown city block. Services include substantial permit negotiation and a wide array of new and rehabilitated utilities both on site, and off.

Sugar River Mills, Claremont, NH – This project was the renovation of two mill buildings for mixed use residential and commercial structures. Work included identification of water damaged timbers, design of repair and code improvements, and substantial foundation repair. All work was completed in accordance with the Secretary of the Interior's Standards.

Biddeford Mill District Redevelopment, Biddeford, ME – Engineering was provided for the City of Biddeford located on the falls of the Saco River in Southern Maine. The plan includes the re-use of 2 million sf in existing 19th century mill buildings, the redevelopment potential of 20 acres of underutilized parcels, the development of a riverwalk and open space system, an infrastructure plan, a strategy for parking and transit, design and streetscape guidelines and an implementation and funding strategy.

Kimball Union Academy, Meriden, NH – A Facilities Study was performed to review the condition of 30 structures on campus to determine the general condition and code condition. Structural services were provided for additions and renovations to allow the library to move into Miller Commons and for the Student Center to move into the Dining Commons.

Richmond Elementary School, Richmond, VT – Structural and civil engineering and permitting services were provided for capital improvements at this facility. Design services included improvements to the roof and insulation system, thermal envelope and exterior, permitting, and construction administration services included site and parking layout, passenger vehicle and bus circulation, ADA accessibility, grading, stormwater conveyance, building perimeter drainage and erosion control.

ENGINEERING VENTURES PC

FLOOD PLAIN & WATERPROOFING PROJECTS

Burnham Hall, Lincoln, VT – Civil and structural engineering services were provided to remove and replace the existing floor slab to install a collection system to dewater the subgrade throughout the floor area. The work included design of a groundwater collection system immediately adjacent to the existing building, and design of the groundwater pumping system, including floor sumps, a small sump for the pump, and discharge piping to a positive outlet on the outside of the building wall.

This building faired very well during Hurricane Irene while facing high and flowing waters at windows and doors.

Barre Old Labor Hall, Barre, VT – This project includes floodproofing, for wet and dry, in an historic building in Barre. A structural assessment of the interior and exterior conditions, foundation, exterior fire escape, porches, entrances, and exits was performed for remediation. A study is underway to acquire funding for the rehabilitation in zone A for FEMA.

Mt. Anthony Union High School, Bennington, VT – This wood chip facility was constructed with a deep foundation in very porous stratum. A waterproofing foundation was installed with a back up pump system, capable of removing 600 gallons of groundwater per minute.

Freeman Hall, Champlain College, Burlington, VT – This historic multiuse building was experiencing drainage issues at the foundation and under the footings. Civil services provided included proper drainage and free draining backfill.

Staff Development for Educators Warehouse, Peterborough, NH – Civil engineering, foundation design, and permitting services were provided for a 35,000sf addition (15,750sf of which is a future phase), roughly 600' truck access drive plus aprons and loading docks (8), 20 parking spaces adjacent to addition and 43 parking spaces plus drives across street, miscellaneous walks, 100' waterline service connection, adaptation and reuse of existing sewer service line, stormwater conveyance and treatment.

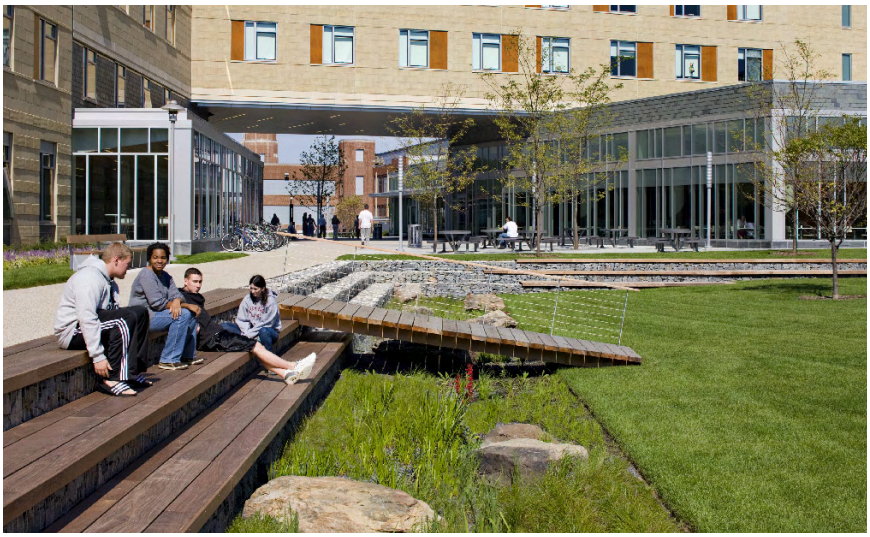
Ham Ice Arena, Conway, NH - Site design and permitting for a 40,000 SF ice skating facility located on 18 acres on the shores of Peaquawket Pond. The parcel included 13 acres of wetlands. The site was flat with a high water table and precluded the use of infiltration or detention basin for storm water treatment. State permits required included the Site Specific Permit for the Department of Environmental Services, which included the Shoreland Protection Act and the Wetlands Permit.

SALEM STATE UNIVERSITY
Orange Hall
Salem, MA

This residential hall project is located adjacent to a sensitive tidal salt marsh. Stormwater from the project is sent to a large, linear bioswale with native grasses to be filtered and given the chance to percolate back into the ground. The bioswale is lined with stone-filled gabions and extends through a new quadrangle giving an architectural expression to a natural process and educating residents to the process of treating stormwater. A 6,200 square foot green roof extends over the lower level dining hall, lending a green foreground view to the rooms above. The green roof also reduces stormwater runoff, increase the roof insulation factor, reduces the heat island effect of the roof and should extend the life of the membrane roof.

Cedar 'gang plank' bridges span the bioswale and evoke the nautical heritage of Salem, while IPE wood stadium seating on the gabions set the stage for the social interaction. The lawn of the quadrangle gently slopes towards the bioswale and provides opportunity for intramural sports. The central exposed aggregate walkway ' spine' extends from the entrance all the way through the project towards the salt marsh. A future walkway extension will create an overlook at the marsh, a popular spot for local bird-watchers.

The project recieved the College and University Design Honor Award from the Boston Society of Landscape Architects & the Juror's Award of Excellence from the Vermont ASLA Design Awards in 2011. This project is also currently awaiting a Gold LEED Certification.



7 Marble Avenue Burlington, VT 05401
T802.864.0010 F802.864.6267 hkw-p.com

WINOOSKI DOWNTOWN PARK & STREETSCAPE

Winooski, Vermont

The Winooski Downtown Redevelopment Project is an ambitious $175 Million Dollar project to revitalize downtown Winooski. HKWP developed a Landscape Master Plan as well as site designs for a series of prominent open spaces and streetscapes. The planning and design goals were to restructure and revitalize the existing fragmented elements of the central business district knitting them together with a compliment of new commercial/ retail facilities, high density housing, and a 1200-car parking structure within a re-engineered traffic pattern. Two prominent open spaces are created - a centrally located public park and a civic plaza flanking the Historic Champlain Mill to the Winooski River. The project received a 2006 Smart Growth Award from the Vermont Forum on Sprawl.

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L. N. CONSULTING INC.

L.N. Consulting and its staff have over 130 combined years of experience designing and overseeing the construction of many types of buildings and systems.

Project Name: Green Mountain College Biomass Project
Owner: Gary Marcy, Green Mountain College, (802) 287-8236
Architect: SAS Architects, Steve Smith, (802) 863-2227
Scope: L.N. Consulting completed the design and construction administration of a cogeneration wood chip heating plant for Green Mountain College. The project includes a 400 boiler horsepower steam boiler, 150 kW steam turbine electric generator, and all required auxiliary systems. The new biomass plant will reduce the energy costs to Green Mountain College by approximately $185,000.00 per year. We worked closely with Green Mountain College to develop the project from conceptual design through construction. L.N. Consulting was responsible for submitting the certificate of public good and working directly with CVPS to develop a plan for connection to the utility's 4.16 kV electrical distribution system.
Budget and Schedule: $5.0 million; completed 2010.

Project Name: Central Vermont Medical Center Modernization Project
Owner: Central Vermont Medical Center, Amy Slayton (802) 371-4100
Architect: Morris/Switzer Environments for Health, Robert Mallette, (802) 878-8841
Scope: L.N. Consulting, Inc. worked with Morris Switzer Environments for Health in designing the proposed renovations and additions to Central Vermont Hospital. The project consists of approximately 30,000 sq. ft. of new construction and approximately 49,000 sq. ft. of renovation. The programs affected by the proposed renovations and additions are surgical services, outpatient services, registration, labor and delivery, laboratory, materials management, food service, and administration.
Budget and Schedule: $17.0 million; completed 2004.

Project Name: Community Health Center at Burlington Project
Architect: Freeman French Freeman, Jesse Beck, (802) 864-6844
Scope: L.N. Consulting has completed the design of a new medical office facility including a dental office for the Community Health Center at Burlington. The project includes the development of a water source heat pump system with a high efficiency heating system and optional geothermal cooling system. The building is designed with an energy recovery ventilation system fitted with a heat pump post conditioning system to maximize building performance. The ventilation system is variable volume and utilized ventilation demand controls. The electrical design includes high efficiency lighting with occupancy based controls for minimal energy usage.
Budget and Schedule: $9.0 million; to be completed 2011.

Project Name: UVM Given Building Mechanical Master Plan
Owner: UVM College of Medicine, Sue Ligon (802) 656-5020
Architect: Black River Design, Keith Robinson, (802) 223-2044
Scope: L.N. Consulting completed the mechanical master plan document for the UVM Given Building. The Given building is a 225,000 sq.ft. laboratory research building with an extremely diverse occupancy. This project encompassed a complete review of the entire buildings mechanical systems and occupant use with recommendations for future renovations and energy savings. The master plan initiative included a LEED evaluation for the proposed project.

Project Name: Burlington, City of – Moran Center Project
Owner: City of Burlington, Kirsten Merriman-Shapiro, (802) 865-7144
Architect: Freeman French Freeman, Jesse Beck, (802) 864-6844
Scope: L.N. Consulting is the design process for redevelopment of an existing waterfront power plant to a multi-tenanted retail program. The project includes the development of a lake water cooled/heated water source heat pump system with a back-up high efficiency condensing boiler heating system. The building is designed with an energy recovery ventilation system fitted with a heat pump post conditioning system to maximize building performance. The ventilation system is variable volume and will utilize demand ventilation controls. The electrical design includes high efficiency lighting with occupancy based controls for minimal energy usage.
Budget and Schedule: $11.0 million; NA.

Project Name: St. Michael's College, Student Center and Residence Hall Expansion
Owner: James Farrington, (802) 654-2398
Architect: Freemen French Freemen, Jesse Beck, (802) 864-6844
Scope: L.N. Consulting has been retained to complete the design for the construction of a new Student Center and Residence Hall at St. Michael's College. The proposed Student Center is approximately 44,000 sq. ft. and includes dinning and food service programs. The Residence Hall is approximately 49,000 sq. ft. In addition, the project includes 12,600 sq. ft. of renovation within existing campus Residence Halls in order to integrate the new Student Center and Residence Hall building within an existing Residence Hall Complex. Our project design includes; natural light features, geothermal air conditioning, high energy efficient energy recovery ventilation systems with demand control ventilation, a building mounted photovoltaic array with a nominal nameplate rating of approximately 80kW, super-efficient lighting design that includes day light controls, envelope analysis to develop a cost effective/highly efficient building skin, economizer ventilation selection, and detailed mechanical control systems to minimize energy usage through active means. We have completed the design and development documents and the project is currently in the construction document phase.
Budget and Schedule: $ 26.0 million; to be completed in fall 2012.

Project Name: Burlington School District, Barnes School Renovation
Owner: Chris Giard, (802) 316-0382
Architect: Colin Lindberg Architect, Colin Lindberg, (802) 864-4950
Scope: L.N. Consulting was retained to complete the design for the renovations to a kindergarten through fourth grade school in Burlington, VT. The scope of the project included a complete building renovation to develop a model magnet school for sustainability and energy efficiency. The building is approximately 29,000 sq.ft. on two levels. The project design and construction included; natural light features to create natural light balance in almost all areas of the existing school, geothermal heating and air conditioning, high energy efficient energy recovery ventilation systems with demand control ventilation, super efficient lighting design that includes day light controls, envelope analysis to develop a cost effective/highly efficient building skin, and detailed mechanical control systems to minimize energy usage through active means.
Budget and Schedule: $ 3.0 million; completed 2010.

Project Name: Burlington School District, JJ Flynn School Renovation
Owner: Chris Giard, (802) 316-0382
Architect: Colin Lindberg Architect, Colin Lindberg, (802) 864-4950
Scope: L.N. Consulting has been retained to complete the design for the renovations to a kindergarten through fourth grade school in Burlington, VT. The scope of the project includes a complete building renovation and envelope upgrade. The building is approximately 54,000 sq.ft. composed in a single story. Our project design includes; natural light features to create natural light balance in almost all areas of the existing school, geothermal air conditioning, high energy efficient energy recovery ventilation systems with demand control ventilation, super-efficient lighting design that includes day light controls, envelope analysis to develop a cost effective/highly efficient building skin, economizer ventilation selection, and detailed mechanical control systems to minimize energy usage through active means. We have completed the construction documents and the project is currently in the bidding process.
Budget and Schedule: $ 4.0 million; to be completed in fall 2012.

Project Name: Champlain College Perry Hall Renovation Project
Owner: Michel George, Champlain College, (802) 865-5470
Architect: Goody Clancy, Susan Hollister, (617) 262-2760
Scope: L.N. Consulting completed the design and construction administration for the Champlain College Perry Hall Renovation and Expansion Project. This project consists of the historical renovation and expansion of an existing residence (originally constructed in 1859) to accommodate the admissions and student support services of the college. At completion, the building will be approximately 30,000 sq. ft. The project HVAC systems include a geothermal heat pump system using an open source well with return well ground water system coupled to geothermal water source heat pumps. The building systems are independent of fossil fuels. The project also includes a demand controlled ventilation system using an energy recovery ventilator. The building lighting has a 0.3 watt/sq.ft. power density, and incorporates complete occupancy sensor controls and day lighting controls for spaces with exterior windows. The building has been utilizing less than 50% of the energy of an ASHRAE certified building due to the detail associated with the envelope physics, geothermal HVAC system design, and lighting design. The project has achieved LEED NC 2009 Platinum Certification.
Budget and Schedule: $ 11.5 million; completed 2010.